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14863-S  
-T

LAW OFFICES  
**ALVORD AND ALVORD**  
200 WORLD CENTER BUILDING  
918 SIXTEENTH STREET, N.W.  
WASHINGTON, D.C.  
20006-2973

ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)

ROBERT W. ALVORD\*  
CARL C. DAVIS\*  
CHARLES T. KAPPLER  
JOHN H. DOYLE\*  
GEORGE JOHN KETO\*  
MILTON C. GRACE\*  
JAMES C. MARTIN, JR.\*

\*NOT A MEMBER OF D.C. BAR  
\*ALSO ADMITTED IN NEW YORK  
\*ALSO ADMITTED IN OHIO  
\*ALSO ADMITTED IN MARYLAND

OF COUNSEL  
JESS LARSON  
JOHN L. INGOLDSBY  
URBAN A. LESTER

CABLE ADDRESS  
"ALVORD"

TELEPHONE  
AREA CODE 202  
393-2266

TELEX  
440367 A AND A

RECORDATION NO. *14863-S* January 22, 1988  
Filed 1425

JAN 22 1988 - 11:01 AM

RECORDATION NO. *14863-T*  
Filed 1425

JAN 22 1988 - 11:01 AM  
INTERSTATE COMMERCE COMMISSION

Ms. Noreta R. *McGee*  
Secretary  
Interstate Commerce Commission  
Washington, D.C.

Dear Ms. McGee:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11303(a) are two fully executed copies of 1) a Supplement No. 9 dated January 21, 1988 to Schedule B Annexed to Bridge Loan, Chattel Mortgage and Security Agreement, dated December 13, 1985, between ACF Industries, Incorporated, Debtor, and Fleet National Bank, Individually and as Agent (the "Loan Agreement") and 2) a Supplement No. 9, dated January 21, 1988, to Schedule I Annexed to Assignment of Leases, dated as of December 13, 1985, by ACF Industries, Incorporated, Assignor, to Fleet National Bank, as Agent (the "Lease Assignments").

The enclosed secondary documents relate to the Loan Agreement and the Lease Assignments, which were duly filed and recorded at 12:10 p.m. on December 16, 1985 and assigned Recordation Numbers 14863 and 14863-A, respectively.

The names and addresses of the parties to the enclosed document are:

Mortgagor/  
Assignor: ACF Industries, Incorporated  
3301 Rider Trail South  
Earth City, Missouri 63045

Mortgagee/  
Assignee: Fleet National Bank, individually  
and as agent  
111 Westminster Street  
Providence, Rhode Island

100 OFFICE OF  
THE SECRETARY  
JAN 22 10 57 PM '88  
MOTOR OPERATING UNIT

Counterpart - CT. Kopple

Ms. Noreta R. McGee  
Secretary  
Interstate Commerce Commission  
January 22, 1988  
Page Two

A description of the railroad equipment covered by the enclosed documents is set forth in Exhibit A attached hereto.

The undersigned is agent for the Mortgagor/Assignor named above for the purpose of submitting the enclosed documents for filing and recordation.

Kindly return stamped copies of the enclosed documents to Charles T. Kappler, Esq., Alvord and Alvord, 918 Sixteenth Street, N.W., Washington, D.C. 20006.

Also enclosed is a check in the amount of \$20 payable to the order of the Interstate Commerce Commission covering the required recordation fee.

A short summary of the enclosed secondary documents to appear in the Commission's Index is:

Supplement No. 9 dated January 21, 1988 to Schedule B Annexed to Bridge Loan, Chattel Mortgage and Security Agreement dated December 13, 1985; and Supplement No. 9 dated January 21, 1988 to Schedule I Annexed to Assignment of Leases dated as of December 13, 1985, Covering the addition of railroad tank and covered hopper cars bearing ACFX marks and numbers, a total of one hundred forty-nine (149) units.

Very truly yours,

  
Charles T. Kappler

Enclosures

SCHEDULE I

<u>CAR NUMBER</u>	<u>QUANTITY</u>	<u>COST</u>	<u>AAR DESG.</u>
51429 - 51432	4	\$ 256,796	C614
51485 - 51488	4	250,207	C614
51489 - 51492	4	261,913	C614
41068 - 41075	8	387,704	C714
71812 - 71826	15	693,286	T055
71758 - 71778	21	822,105	T103
71782 - 71806	25	932,716	T104
71670 - 71682	13	722,913	T105
71779 - 71781	3	188,261	T105
71722 - 71757	36	1,631,083	T107
77298 - 77299	2	778,595	T544
77301 - 77306	6		
77308 - 77312	5		
77314 - 77316	3		
Total	149	\$6,925,579	

ICC Copy  
14863-S

SUPPLEMENT TO BRIDGE LOAN, CHATTEL MORTGAGE  
AND SECURITY AGREEMENT

RECORDATION NO. 14863-5 Filed 1428

SUPPLEMENT NO. 9  
TO

JAN 22 1988 -11 05 AM

SCHEDULE B  
ANNEXED TO BRIDGE LOAN, CHATTEL MORTGAGE  
AND SECURITY AGREEMENT  
DATED DECEMBER 13, 1985

INTERSTATE COMMERCE COMMISSION

BETWEEN  
ACF INDUSTRIES, INCORPORATED  
("DEBTOR")

AND  
FLEET NATIONAL BANK, INDIVIDUALLY AND AS AGENT ("AGENT")

WHEREAS, Debtor and the Agent entered into a certain Bridge Loan, Chattel Mortgage and Security Agreement dated December 13, 1985 (as heretofore amended, modified or supplemented, the "Loan Agreement") pursuant to which the Banks (as defined therein) agreed to lend certain sums to Debtor (the "Loans");

WHEREAS, pursuant to the Loan Agreement, Debtor is obligated from time to time to deliver to the Agent this Supplement to Bridge Loan, Chattel Mortgage and Security Agreement, and it is a condition precedent to the obligation of the Banks to make or maintain the Loans that Debtor shall execute and deliver to the Agent this Supplement to Bridge Loan, Chattel Mortgage and Security Agreement;

NOW, THEREFORE, the parties hereto hereby agree as follows:


1. Schedule B to the Loan Agreement is hereby amended and supplemented by the addition thereto of the following described Collateral (as defined in the Loan

Agreement) with respect thereto, which additional Collateral is to be covered by the Loan Agreement and the liens and encumbrances created thereby:

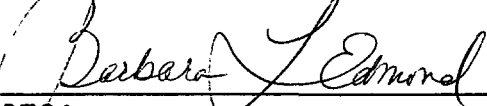
See Schedule I annexed hereto and made a part hereof.

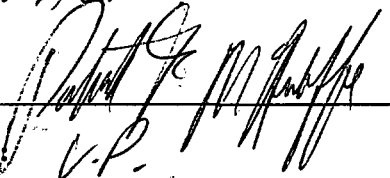
IN WITNESS WHEREOF, the parties hereto have caused this Supplement to be duly executed this 21st day of January, 1988.

ACF INDUSTRIES, INCORPORATED

By   
Name: Robert J. Mitchell  
Title: Treasurer

FLEET NATIONAL BANK, in its individual capacity and as Agent

By   
Name:  
Title: Asst. P.

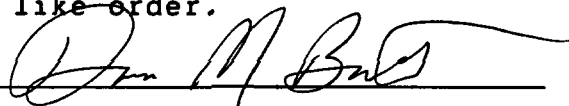
By   
Name:  
Title: V.P.

SCHEDULE I

<u>CAR NUMBER</u>	<u>QUANTITY</u>	<u>COST</u>	<u>AAR DESG.</u>
51429 - 51432	4	\$ 256,796	C614
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77301 - 77306	6		
77308 - 77312	5		
77314 - 77316	3		
	<hr/>	<hr/>	
Total	149	\$6,925,579	

STATE OF NEW YORK )  
: ss.:  
COUNTY OF NEW YORK )


ON THIS 21st DAY OF January, 1988, before me personally came Robert J. Mitchell, to me known, who being to me duly sworn, did depose and say that he resides at 108 Hewlett Avenue, Merick, New York 11566, that he is the Treasurer of ACF INDUSTRIES, INCORPORATED, the corporation described in and which executed the foregoing instrument; that he knows the seal of said corporation; that the seal affixed to said instrument is such corporate seal; that it was so affixed by order of the board of directors of said corporation, and that he signed his name thereto by like order.



DAVID N. BRITSCH  
NOTARY PUBLIC, State of New York  
No. 4896237  
Qualified in New York County  
Commission Expires Nov. 9, 1989

STATE OF NEW YORK )  
: ss.:  
COUNTY OF NEW YORK )

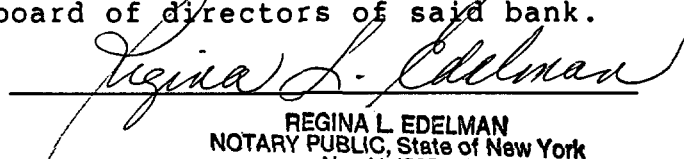
On this 21st day of January, 1988, before me personally came Barbara L. Edmond, to me known, who being to me duly sworn, did depose and say that she resides at 3 Mahan Road, Old Bethpage, New York 11804, that she is an Assistant Vice President of FLEET NATIONAL BANK, the bank described in and which executed the foregoing instrument; and that she signed her name thereto by order of the board of directors of said bank.



REGINA L. EDELMAN  
NOTARY PUBLIC, State of New York  
No. 41-4505178  
Qualified in Queens County  
Commission Expires February 28, 1990

STATE OF NEW YORK )  
: ss.:  
COUNTY OF NEW YORK )

On this 21st day of January, 1988, before me personally came Patrick McAuliffe, to me known, who being to me duly sworn, did depose and say that he resides at 22 Steepletop Road, Rowayton, Connecticut 06853, that he is a Vice President of FLEET NATIONAL BANK, the bank described in and which executed the foregoing instrument; and that he signed his name thereto by order of the board of directors of said bank.



REGINA L. EDELMAN  
NOTARY PUBLIC, State of New York  
No. 41-4505178  
Qualified in Queens County  
Commission Expires February 28, 1990